

Bloomin' Brands, Inc.
Form 4
March 27, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SINGH SUKHDEV

(Last) (First) (Middle)
2202 NORTH WEST SHORE
BOULEVARD, SUITE 500
(Street)

TAMPA, FL 33607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Bloomin' Brands, Inc. [BLMN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & CDO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------|
| | | | Code | V | Amount or Price | | | |
| Common Stock | 11/22/2016 | | P | | 96.419 (1) | A | \$ 19.13 (2) | 42,205.419 D |
| Common Stock | 03/10/2017 | | P | | 119.877 (3) | A | \$ 17.65 | 42,325.296 D |
| Common Stock | 03/10/2017 | | S | | 120 | D | \$ 17.99 | 42,205.296 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Fair Value of Derivative Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | | | | | <u>(4)</u> | <u>(5)</u> | Common Stock | 35,537 |
| Restricted Stock Units | \$ 0 | | | | | <u>(6)</u> | <u>(5)</u> | Common Stock | 10,641 |
| Restricted Stock Units | \$ 0 | | | | | <u>(7)</u> | <u>(5)</u> | Common Stock | 22,500 |
| Restricted Stock Units | \$ 0 | | | | | <u>(8)</u> | <u>(5)</u> | Common Stock | 15,000 |
| Restricted Stock Units | \$ 0 | | | | | <u>(9)</u> | <u>(5)</u> | Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 17.27 | | | | | <u>(10)</u> | 02/24/2027 | Common Stock | 84,654 |
| Stock Option (right to buy) | \$ 17.8 | | | | | <u>(11)</u> | 03/01/2026 | Common Stock | 44,393 |
| Stock Option (right to buy) | \$ 17.15 | | | | | <u>(12)</u> | 02/25/2026 | Common Stock | 33,076 |
| Stock Option | \$ 25.36 | | | | | <u>(13)</u> | 02/26/2025 | Common Stock | 16,545 |

(right to buy)

Stock Option (right to buy)

\$ 22.09

(14)

02/03/2024

Common Stock

200,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| SINGH SUKHDEV 2202 NORTH WEST SHORE BOULEVARD SUITE 500 TAMPA, FL 33607 | | | EVP & CDO | |

Signatures

/s/ Kelly Lefferts, as
Attorney-in-Fact

03/27/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were acquired through a dividend reinvestment on November 22, 2016.
This Form 4 corrects all previously filed Statements of Beneficial Ownership of Securities, including the Initial Statement of Beneficial Ownership of Securities filed May 11, 2015, each of which incorrectly over-reported Mr. Singh's common stock ownership by 2,852 shares.
- (2) Ownership of Securities filed May 11, 2015, each of which incorrectly over-reported Mr. Singh's common stock ownership by 2,852 shares.
- (3) These shares were acquired through a dividend reinvestment on March 10, 2017.
- (4) These restricted stock units, in the original grant amount of 35,537, will begin vesting in four equal annual installments on February 24, 2018.
- (5) This field is not applicable.
- (6) These restricted stock units, in the original grant amount of 14,188, began vesting in four equal annual installments on February 25, 2017.
- (7) These restricted stock units, in the original grant amount of 30,000, began vesting in four equal annual installments on May 4, 2016.
- (8) These restricted stock units, in the original grant amount of 30,000, began vesting in four equal annual installments on October 1, 2015.
- (9) These restricted stock units, in the original grant amount of 40,000, began vesting in four equal annual installments on February 3, 2015.
- (10) These stock options, in the original grant amount of 84,654, will begin vesting in four equal annual installments on February 24, 2018.
- (11) These stock options, in the original grant amount of 44,393, will begin vesting in one installment on March 1, 2018.
- (12) These stock options, in the original grant amount of 33,076, began vesting in four equal annual installments on February 25, 2017.
- (13) These stock options, in the original grant amount of 16,545, began vesting in four equal annual installments on February 26, 2016.
- (14) These stock options, in the original grant amount of 200,000, began vesting in four equal annual installments on February 3, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.